

¹ Nothing in this Order shall be construed as establishing present or former ownership or control by Ilyas Khrapunov and/or Elvira Kudryshova over the entities included within the “Khrapunov Parties.”

party witness, subpoenaed to produce documents and to give evidence in the above captioned case (the “Case”).

W I T N E S S E T H

WHEREAS, on or about January 8, 2020, Plaintiffs in the Case served upon Herz that certain Subpoena to Produce Documents, Information or Objects or to Permit Inspection of Premises, pursuant to Rule 45 of the Federal Rules of Civil Procedure and to provide testimony (the “Herz Subpoena”);

WHEREAS, Herz previously served as counsel to some of the 502 Parties and/or their affiliates, identified above;

WHEREAS, Plaintiffs have negotiated with Herz to narrow the scope of the Herz Subpoena to emails, and Herz and Plaintiffs have now agreed to use certain search terms, and to a timeframe for when such documents will be produced, all as reflected on Exhibit A hereto (the “Herz Documents”);

WHEREAS, the 502 Parties anticipate that in light of Herz’s prior representations of some of them and/or their respective affiliates, the Herz Documents may include documents protected from disclosure by the attorney-client, work-product, or other privileges applicable to the Sater Defendants, the Triadou Parties, or the Khrapunov Parties (collectively, the “Privileged Material”);

WHEREAS, as part of the review of the Herz Documents, and prior to the production of such documents to Plaintiffs’ counsel, Herz shall share the Herz Documents he has collected with the undersigned counsel for the 502 Parties by providing those documents to an electronic discovery vendor for intake and processing, so that such counsel can conduct their own responsiveness and privilege review to ensure that their clients’ respective Privileged Material remains privileged, and such counsel shall undertake to prepare a privilege log of any Herz Documents that contain Privileged Material associated with their respective clients (such process, the “Document Review”);

WHEREAS, the 502 Parties have agreed to enter into this 502 Agreement to avoid the waiver of any applicable privilege resulting from the disclosure of Privileged Material during the Document Review.

WHEREAS, the 502 Parties jointly move this Court for the entry of an order approving the terms of this 502 Agreement pursuant to Fed. R. Evid. 502(d), governing the production of the Herz Documents in this case, the terms of which are set forth herein, and

WHEREAS, the Court finds that good cause exists for the issuance of an order pursuant to Fed. R. Evid. 502(d), the 502 Parties hereby agree, and it is hereby ordered as follows:

1. During the Document Review, if counsel for any 502 Party discovers (“Discovering Counsel”) that they have received or reviewed one or more Herz Documents that may contain another 502 Party’s Privileged Material, Discovering Counsel shall promptly notify Herz and the counsel for the relevant 502 Party that such Herz Documents have been disclosed and identify the documents by Bates number(s). If counsel for the 502 Party to which the Privileged Material pertains agrees that the identified documents contain Privileged Material, such documents shall be returned to that 502 Party, who will then include such Herz Documents on a privilege log. No copies of the identified Privileged Material will be retained by Discovering Counsel or by counsel to any other 502 Party. The review by Discovering Counsel during the Document Review of any Privileged Material pertaining to another 502 Party shall not constitute or result in the waiver of any privilege applicable to the Privileged Material reviewed by Discovering Counsel.

2. Pursuant to Fed. R. Evid. 502(b), the disclosure by Herz of any of the Herz Documents, which is the subject of a *bona fide* claim that any such document should have been withheld as Privileged Material, shall not result in waiver of any privilege applicable to such document or the subject matter disclosed in such document in the present Case, in any other federal or state proceeding, or in the arbitration proceeding pending before the American Arbitration Association under Case Number 01-18-003-7960.

3. The 502 Parties and their respective agents and counsel shall not use, copy, transfer, or distribute any information acquired from the Privileged Material that does not pertain to such party. Any Privileged Material disclosed by Herz shall be and remain the property of Herz, as counsel, and remain subject to any applicable privilege claimed by the Sater Defendants, the Triadou Parties, or the Khrapunov Parties, and to the extent of any claimed

privilege, shall not be disclosed to any person or party for any reason whatsoever without a prior order of this Court.

4. This 502 Agreement is intended to be consistent with Fed. R. Evid. 502 and is not to be construed to diminish any of the 502 Parties' rights or obligations as therein described.

Dated: May 27, 2020

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*For itself and as attorneys for the
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*For itself and as attorneys for Ilyas
Khrapunov and Elvira Kudryashova*

/s/ Arnie Herz
ARNIE HERZ, ESQ.

IT SO ORDERED:

Dated: May 28, 2020
New York, New York



Hon. Katharine H. Parker
United States Magistrate Judge

EXHIBIT A – SEARCH TERMS

after:2011/01/01 before:2016/08/31 {Felix Sater Ridloff LaMarca "La Marca" Mochkin Bourg Ilyas Khrapunov Mukhtar Ablyazov Petr Krasnov Gillieron Eesh Aggarwal Elvira Kudryashova Khrapunova Guillemain Petelin "felix@regency.net" "felixsater@gmail.com" felixsater "dridloff@gmail.com" dridloff "daniel.ridloff" "sdg-if.com" "sdg.if.com" "e-1.lu" "usarpm.com" rosanrosa "rosa rosa" kira4hue nicolasbourg "sdg.ch" ikhrapunov "rprca-omc.ch" "cryptoheaven.com" jabba yodamaster "theuraniumguy" "thenickelguy" oilman2030 "fiscus.ch" "krasnov.petr" "chabrier.ch" "marc.gillieron" "chabrierlaw.ch" rosabiancalaw "azure-consultants.com" elvirakudryashova SPG RPM SDG "Swiss Promotion Group" "Swiss RPM" "Swiss Development Group" "Syracuse Center" "Payment Card Systems" "Tri-County Mall" "Tricounty Mall" "Tri County Mall" swansea "Global Habitat" "MeM Energy" Triadou Telford Argon Crownway Adlux Vilder Creacard "PCS" Techvest TCM Bayrock "GHS" "RPM-MARO" "RPM USA" RRMI Ferrari MeMEnergy Chabrier} -from:{twitter week association jamestown silber morning googlealerts} -acs123 -gurevich -vikisgourmet -granola